

Executive Committee Terms of Reference

Membership

The President of the Board shall be the Chair of the Executive Committee. The President Elect, Immediate Past President and Treasurer shall sit on the committee for a total of four (4) members.

Purpose

The Executive Committee (“Executive”):

- Is empowered to act on behalf of the Board of Directors between meetings of the board, except on matters in which the action proposed is in violation of accepted policies and goals of the Institute as defined by the bylaws or decisions of the Board of Directors. The Board of Directors may delegate any of its powers and authorities to the Executive Committee.
- Serves as the key liaison for the CEO
- Is responsible to collaborate with the CEO to ensure the agendas for board meetings focus on appropriate priorities and that advance material is sufficiently comprehensive to enable sound board decision making (*B-2 Board Agenda Setting and B-7 Committee and Management Reports to Board*).

Work of the Executive Committee

A. The Work In Brief

- Respond to CEO’s requests for advice.
- Annually lead the board in participating with the CEO in establishing the CEO’s goals and objectives and conducting year end performance and compensation review.
- Ensure succession for key Management leadership roles with particular emphasis on the CEO role.
- Collaborate with CEO to establish agendas for Board meetings.
- Review Board reports and materials in advance of distribution to ensure sufficient information and analysis is provided to enable sound decisions.
- Provide approved agendas and minutes of Executive Committee meetings to the Board.
- The Executive Committee shall meet at a minimum once every quarter.
- The Executive Committee shall oversee that accurate and sufficient documentation exists to meet legal requirements, including maintaining historical and current corporate records (*C-1 Corporate Records Inventory/Archive*), and to enable authorized persons to determine when, how, and by whom the board’s business was conducted. In order to fulfill these responsibilities, and subject to the organization’s bylaws, the Executive Committee oversees the following:
 - Recording of minutes of meetings (*A-8 Board Meetings*), their accuracy, and availability
 - Action items are recorded live at the meeting and emailed within one

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week to all board members to ensure everyone is clear on who is to do what and by when.

- Board minutes to be drafted within 10 business days for initial review by the CEO and distribution to board members within 4 weeks.
- Board motions and decisions are captured in a separate Board Motions Log to record and subsequently access decisions of the Board.

Reporting

The Executive Committee reports at every meeting of the Board with respect to its activities.

The Executive Committee may be appointed further responsibilities as described in Part 2 of the Governance Manual.

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